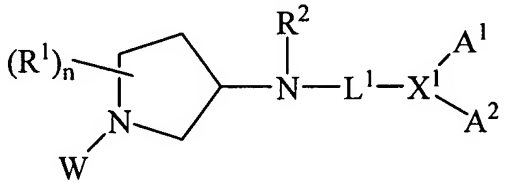
AMENDMENTS TO THE CLAIMS

1. (currently amended): A compound of the formula



(1)

or the salts thereof, including all stereoisomeric forms thereof, wherein:

X^1 is CR^3 or N;

W is L^2-A^3 or $X^1(A^1)(A^2)$;

each of L^1 and L^2 is a C_1-C_{10} optionally substituted alkylene or C_2-C_{10} optionally substituted alkenylene, wherein one or more said C is optionally replaced by a heteroatom selected from N, O or S, or further substituted with =O, or both;

each of A^1, A^2 and A^3 is independently an optionally substituted 5-, 6- or 7-membered aliphatic, or aromatic ring ~~or heteroaromatic ring containing one or more heteroatoms selected from O, N and S~~, and optionally fused to an additional aliphatic or aromatic ring;

each R^1 ~~and R^2 are noninterfering substituents~~ is an optionally substituted alkyl (1-10C), alkenyl (2-10C), or alkynyl (2-10C), each optionally having one or more C, generally 1-4C, replaced by heteroatoms (N, O and/or S), or R^1 may be selected from aryl (5-12 ring members), arylalkyl (7-16C) and arylalkenyl (7-16C);

R^2 is H or an optionally substituted alkyl (1-10C), alkenyl (2-10C), or alkynyl (2-10C), each optionally having one or more C, generally 1-4C, replaced by heteroatoms (N, O and/or S), or R^2 may be selected from aryl (5-12 ring members), arylalkyl (7-16C) and arylalkenyl (7-16C); and

R^3 is H or ~~a noninterfering substituent~~ an optionally substituted alkyl (1-10C), alkenyl (2-10C), or alkynyl (2-10C), each optionally having one or more C, generally 1-4C, replaced by heteroatoms (N, O and/or S), or R^1 and R^2 may be selected from aryl (5-12 ring members), arylalkyl (7-16C) and arylalkenyl (7-16C);

with the proviso that if L^1 is less than three linking atoms, R^2 cannot be hydrogen or L^1 must contain a C=O if R^2 is hydrogen;

and with the further proviso that L^1 must contain at least three linking atoms if X^1 is CH and W is L^2-A^3, wherein L^2 contains two linking atoms and A^3 represents optionally substituted phenyl.

2. (original): The compound of claim 1, wherein R^1 is C_1-C_6 alkyl, C_2-C_6 alkenyl, or C_2-C_6 alkynyl, each optionally substituted, and optionally containing one or more heteroatoms selected from O, N and S, or R^1 is an inorganic substituent, or two R^1 form =O or =NOH, and n is 0-3.

3. (previously presented): The compound of claim 1, wherein said R^1 is halo, NO_2, SO_2, SO, NO, =O, =NOH, or COOR wherein R is H or C_1-C_6 alkyl.

4. (original): The compound of claim 1, wherein R^2 is H, lower alkyl or lower alkenyl.

5. (original): The compound of claim 4, wherein R^2 is H or methyl.

6. (original): The compound of claim 1, wherein L^1 is C_1-C_8 alkylene or C_1-C_8 alkenylene, optionally substituted by =O.

7. (original): The compound of claim 1, wherein L^1 is substituted by =O.

8. (currently amended): The compound of claim 7, wherein said =O is adjacent to NR^2 in formula 1~~, or adjacent to the nitrogen atom on the pyrrolidinyl ring in formula 2~~.

9. (currently amended): The compound of claim 1, wherein each of A^1, A^2 and A^3 is independently optionally substituted ~~phenyl,~~ phenyl or cyclohexyl~~, 2-, 3- or 4-pyridyl, indolyl, 2- or 4-pyrimidyl, pyridazinyl, benzotriazolyl, or benzimidazolyl~~.

10. (original): The compound of claim 9, wherein said each of A^1, A^2 and A^3 is substituted with a halo, alkoxy or alkyl.

11. (currently amended): The compound of claim 9, wherein each of A^1, A^2 and A^3 is independently ~~phenyl,~~ phenyl or cyclohexyl~~, pyridyl or pyrimidyl~~.

12. (original): The compound of claim 11, each of A^1, A^2 and A^3 is phenyl, optionally substituted with a halogen.

13. (currently amended): The compound of claim 1, wherein W is L^2-A^3, and A^3 is ~~phenyl,~~ phenyl or cyclohexyl, ~~2-, 3- or 4-pyridyl, indolyl, 2- or 4-pyrimidyl, pyridazinyl, benzotriazolyl, or benzimidazolyl,~~ each optionally substituted with one or more substituents.

14. (currently amended): The compound of claim 13, wherein A^3 is phenyl ~~or pyridyl~~ optionally substituted with a halo, alkoxy or alkyl.

15. (currently amended): The compound of claim 1, selected from the group consisting of (R)-6,6-Bis-(4-fluoro-phenyl)-hexanoic acid [1-(3,5-di-tert-butyl-4-methoxy-benzoyl)-pyrrolidin-3-yl]-methyl-amide;

(R)-N-(1-Benzhydryl-pyrrolidin-3-yl)-N-methyl-3,3-diphenyl-propionamide;

(S)-6,6-Bis-(4-fluoro-phenyl)-hexanoic acid [1-(3,5-di-tert-butyl-4-methoxy-benzoyl)-pyrrolidin-3-yl]-methyl-amide;

(S)-N-(1-Benzhydryl-pyrrolidin-3-yl)-N-methyl-3,3-diphenyl-propionamide;

~~(R)-N-Methyl-3,3-diphenyl-N-(1-pyridin-4-ylmethyl-pyrrolidin-3-yl)-propionamide;~~

~~(R)-N-Methyl-3,3-diphenyl-N-(1-pyridin-3-ylmethyl-pyrrolidin-3-yl)-propionamide;~~

~~(R)-N-Methyl-3,3-diphenyl-N-(1-pyridin-2-ylmethyl-pyrrolidin-3-yl)-propionamide;~~

~~(R)-N-Methyl-3,3-diphenyl-N-[1-(phenyl-pyridin-4-yl-methyl)-pyrrolidin-3-yl]-propionamide;~~

~~(R)-N-Methyl-3,3-diphenyl-N-[1-(phenyl-pyridin-3-yl-methyl)-pyrrolidin-3-yl]-propionamide;~~

~~(R)-N-Methyl-3,3-diphenyl-N-[1-(phenyl-pyridin-2-yl-methyl)-pyrrolidin-3-yl]-propionamide;~~

~~(S)-N-Methyl-3,3-diphenyl-N-(1-pyridin-4-ylmethyl-pyrrolidin-3-yl)-propionamide;~~

(S)-N-(1-Benzhydryl-pyrrolidin-3-yl)-2-diphenylamino-N-methyl-acetamide;

(S)-2-[(1-Benzhydryl-pyrrolidin-3-yl)-methyl-amino]-N,N-diphenyl-acetamide;

(S)-3-Benzhydryl-1-(1-benzhydryl-pyrrolidin-3-yl)-1-methyl-urea;

~~(S)-N-Methyl-3,3-diphenyl-N-(1-pyridin-3-ylmethyl-pyrrolidin-3-yl)-propionamide;~~

~~(S)-N-Methyl-3,3-diphenyl-N-(1-pyridin-2-ylmethyl-pyrrolidin-3-yl)-propionamide;~~

(R)-[6,6-Bis-(4-fluoro-phenyl)-hexyl]-[1-(3,5-di-tert-butyl-4-methoxy-benzyl)-pyrrolidin-3-yl]-methyl-amine;

(S)-[6,6-Bis-(4-fluoro-phenyl)-hexyl]-[1-(3,5-di-tert-butyl-4-methoxy-benzyl)-pyrrolidin-3-yl]-methyl-amine;

(R)-N-{1-[(4-Chloro-phenyl)-phenyl-methyl]-pyrrolidin-3-yl}-N-methyl-3,3-diphenyl-propionamide;

(S)-N-{1-[(4-Chloro-phenyl)-phenyl-methyl]-pyrrolidin-3-yl}-N-methyl-3,3-diphenyl-propionamide;

(R)-N-{1-[(3-Chloro-phenyl)-phenyl-methyl]-pyrrolidin-3-yl}-N-methyl-3,3-diphenyl-propionamide;

(S)-N-{1-[(3-Chloro-phenyl)-phenyl-methyl]-pyrrolidin-3-yl}-N-methyl-3,3-diphenyl-propionamide;

(R)-N-{1-[(2-Chloro-phenyl)-phenyl-methyl]-pyrrolidin-3-yl}-N-methyl-3,3-diphenyl-propionamide;

(S)-N-{1-[(2-Chloro-phenyl)-phenyl-methyl]-pyrrolidin-3-yl}-N-methyl-3,3-diphenyl-propionamide;

(R)-6,6-Bis-(4-fluoro-phenyl)-hexanoic acid [1-(3,5-di-tert-butyl-benzoyl)-pyrrolidin-3-yl]-methyl-amide;

(S)-6,6-Bis-(4-fluoro-phenyl)-hexanoic acid [1-(3,5-di-tert-butyl-benzoyl)-pyrrolidin-3-yl]-methyl-amide;

(R)-6,6-Bis-(4-fluoro-phenyl)-hexanoic acid [1-(4-tert-butyl-benzoyl)-pyrrolidin-3-yl]-methyl-amide;

(S)-6,6-Bis-(4-fluoro-phenyl)-hexanoic acid [1-(4-tert-butyl-benzoyl)-pyrrolidin-3-yl]-methyl-amide;

4-[6,6-Bis-(4-fluoro-phenyl)-hexanoylamino]-1-(3,5-di-tert-butyl-4-methoxy-benzoyl)-pyrrolidine-2-carboxylic acid ethyl ester;

4-[6,6-Bis-(4-fluoro-phenyl)-hexanoylamino]-1-(3,5-di-tert-butyl-4-methoxy-benzoyl)-pyrrolidine-2-carboxylic acid;

1-Benzhydryl-4-(3,3-diphenyl-propionylamino)-pyrrolidine-2-carboxylic acid ethyl ester;

1-Benzhydryl-4-(3,3-diphenyl-propionylamino)-pyrrolidine-2-carboxylic acid;

N-(1-Benzhydryl-2-oxo-pyrrolidin-3-yl)-3,3-diphenyl-propionamide;

1-Benzhydryl-3-(1-benzhydryl-2-oxo-pyrrolidin-3-yl)-urea;

N-(1-Benzhydryl-2-oxo-pyrrolidin-3-yl)-2-diphenylamino-acetamide; and

2-(1-Benzhydryl-2-oxo-pyrrolidin-3-ylamino)-N, N-diphenyl-acetamide.

16. (original): A pharmaceutical composition comprising a compound of claim 1 and a pharmaceutically acceptable excipient.

17. (original): A pharmaceutical composition comprising a compound of claim 15 and a pharmaceutically acceptable excipient.

18. (withdrawn): A method for modulating calcium channel activity in a subject, comprising administering to a subject in need of such treatment a compound of claim 1 or a pharmaceutical composition thereof.

19. (withdrawn): The method of claim 18, wherein said calcium channel activity is associated with stroke, anxiety, overactive bladder, inflammatory bowel disease, head trauma, migraine, chronic, neuropathic and acute pain, epilepsy, hypertension, cardiac arrhythmias, neurological disorders, cardiovascular conditions, psychoses, schizophrenia, depression, drug and alcohol addiction and withdrawal, cancer, diabetes, infertility, or sexual dysfunction.

20. (withdrawn): A method for ameliorating pain in a subject, comprising administering to a subject in need of such treatment a compound of claim 1 or a pharmaceutical composition thereof.

21. (new) The compound of claim 1, wherein L^1 is an alkylene or alkenylene chain having 3-6 members.

22. (new) The compound of claim 21, wherein L^1 is substituted with =O at the carbon adjacent N.

23. (new) The compound of claim 1, wherein L^2 is an alkylene or alkenylene having 1-4 members.